AMENDMENTS TO THE CLAIMS

Please cancel claims 4-8, 13-16, 19-21, 25, 26, 29, 33, 35, 37-39, 42-44, and 51-52 and amend claims 1-3, 11, 17, 18, 22-24, 27, 30-32, 34, 36, 41, 45, and 48-50 as shown in the following Listing of the Claims without prejudice to Applicants' rights to pursue the subject matter of such claims in a timely filed divisional or continuation application(s).

LISTING OF THE CLAIMS

1. (Currently Amended) A compound having the formula (I):

$$Q\text{–}L^1\text{–}P\text{–}L^2\text{–}M\text{–}X\text{–}L^3\text{–}A$$

I

or a pharmaceutically acceptable salt, ~~solvate~~ or ~~ester~~prodrug thereof, wherein

Q is ~~hydrogen, aryl,~~ heteroaryl, ~~(C$_1$-C$_6$)alkyl or (C$_2$-C$_6$)heteroalkyl;~~

L^1 is a bond, ~~(C$_1$-C$_4$)~~alkylene, ~~(C$_2$-C$_4$)heteroalkylene, O, S(O)$_m$, N(R^1), C(O) (C$_5$-C$_7$)heterocycloalkylene, (C$_1$-C$_4$)alkylene-SO$_2$N(R^2), (C$_1$-C$_4$)alkylene-N(R^2)SO$_2$ or C(O)N(R^2)~~;

P is an aromatic ring, ~~a heteroaromatic ring, (C$_3$-C$_8$)heterocycloalkylene or (C$_3$-C$_8$)cycloalkylene~~;

L^2 is ~~a bond, (C$_1$-C$_6$)alkylene, (C$_2$-C$_6$)heteroalkylene,~~ oxymethylene~~, O, S(O)$_m$, N(R^1),~~ or thiomethylene~~C(O)N(R^2), SO$_2$N(R^2), (C$_1$-C$_4$)alkylene-C(O)N(R^2), (C$_1$-C$_4$)alkylene-N(R^2)C(O), (C$_2$-C$_4$)alkenylene-C(O)N(R^2), (C$_2$-C$_4$)alkenylene-N(R^2)C(O), (C$_1$-C$_4$)alkylene-SO$_2$N(R^2), (C$_1$-C$_4$)alkylene-N(R^2)SO$_2$, (C$_2$-C$_4$)alkenylene-SO$_2$N(R^2) or (C$_2$-C$_4$)alkenylene-N(R^2)SO$_2$~~;

M is an aromatic ring, ~~a heteroaromatic ring, (C$_5$-C$_8$)cycloalkylene, aryl(C$_1$-C$_4$)alkylene or heteroaryl(C$_1$-C$_4$)alkylene~~;

X is CR^{3}R^4, ~~N(R^5), O or S(O)$_n$~~;

L^3 is ~~a bond,~~ (C$_1$-C$_5$)alkylene ~~or (C$_2$-C$_5$)heteroalkylene, provided that L^3 is not a bond when L^2 is a bond~~;

A is ~~–CO$_2$H, tetrazol-5-yl, –SO$_3$H, –PO$_3$H$_2$, –SO$_2$NH$_2$, –C(O)NHSO$_2$CH$_3$, –CHO, –C(O)R^6, –C(O)NHR^6, –C(O)NHOR^7, thiazolidinedion-yl, hydroxyphenyl or pyridyl~~;

R^1 is (C$_1$-C$_6$)alkyl, aryl(C$_1$-C$_3$) alkyl or (C$_2$-C$_6$)heteroalkyl;

~~R^2 is hydrogen, (C$_1$-C$_6$)alkyl or (C$_2$-C$_6$)heteroalkyl;~~

R^3 is cyano, aryl, heteroaryl, (C$_1$-C$_8$)alkyl, (C$_2$-C$_8$)alkyl, (C$_2$-C$_8$)alkenyl, (C$_3$-C$_8$)alkenyl, (C$_2$-C$_8$)alkynyl, (C$_3$-C$_8$)alkynyl, -NR^{8}R^9, -C(O)NR^{10}R^{11}, -NR^{12}C(O)R^{13} or -NR^{12}S(O)$_p$R^{13};

R^4 is hydrogen, cyano, aryl, heteroaryl, (C$_1$-C$_8$)alkyl, (C$_2$-C$_8$)alkenyl or (C$_2$-C$_8$)alkynyl;

~~optionally, R^3 and R^4 are combined to form a 3-, 4-, 5-, 6- or 7-membered ring containing from zero to three heteroatoms selected from N, O and S;~~

~~R^5 is hydrogen, aryl, heteroaryl, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl or (C_3-C_8)cycloalkyl;~~

~~R^6 is heteroaryl;~~

~~R^7 is hydrogen or (C_1-C_8)alkyl;~~

R^8 and R^9 are independently hydrogen, (C_1-C_5)alkyl, oxy(C_1-C_5)alkyl or carboxy(C_1-C_5)alkyl;

optionally, R^8 and R^9 are combined to form a 4-, 5-, 6- or 7-membered ring containing the nitrogen atom to which they are attached and from 0 to 2 additional heteroatoms selected from N, O and S;

R^{10}, R^{11} and R^{12} are independently selected from hydrogen, aryl, heteroaryl, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, (C_3-C_8)cycloalkyl and (C_3-C_8)heterocycloalkyl;

optionally, R^{10} and R^{11} are combined to form a 4-, 5-, 6- or 7-membered ring containing the nitrogen atom to which they are attached and from 0 to 2 additional heteroatoms selected from N, O and S;

R^{13} is aryl, heteroaryl, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, (C_3-C_8)cycloalkyl or (C_3-C_8)heterocycloalkyl;

~~the subscripts m and n are independently 0, 1 or 2;~~ and

the subscript p is 1 or 2; and

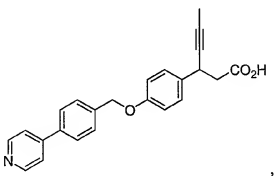
wherein the aromatic rings, aryl groups, and heteroaryl groups set forth above are optionally substituted with substituents selected from -halogen, -OR′, -OC(O)R′, -NR′R″, -SR′, -R′, -CN, -NO_2, -CO_2R′, -CONR′R″, -C(O)R′, -OC(O)NR′R″, -NR″C(O)R′, -NR″C(O)$_2$R′, -NR′-C(O)NR″R‴, -NH-C(=NH)-NH, -NR′C(=NH)-NH, -NH-C(=NH)-NR′, -S(O)R′, -S(O)$_2$R′, -S(O)$_2$NR′R″, -N_3, -CH(Ph)$_2$, perfluoro(C_1-C_4)alkoxy, and perfluoro(C_1-C_4)alkyl, in a number ranging from zero to the total number of open valences on the aromatic, aryl, or heteroaryl ring; and further wherein R′, R″ and R‴ are independently selected from hydrogen, (C_1-C_8)alkyl and heteroalkyl, unsubstituted aryl and heteroaryl, (unsubstituted aryl)-(C_1-C_4)alkyl, and (unsubstituted aryl)oxy-(C_1-C_4)alkyl.

~~wherein the compound is other than 3-(4-(4-methoxybenzyloxy)phenyl)pent-4-ynoic acid; β-ethenyl-4-phenylmethoxy-benzenepropanoic acid; 4-(2-quinolinylmethoxy)-β-[4-(2-quinolinylmethoxy)phenyl]-benzenepropanoic acid; N-[4-(benzoylamino)phenyl]-N-phenyl-glycine; 3-(4-(isopentyloxy)benzamido)-3-phenylpropanoate; 3-(4-isobutoxybenzamido)-3-phenylpropanoate; (*R*)-2-((*1R,4R*)-4-isopropylcyclohexanecarboxamido)-3-phenylpropanoic acid; (*R*)-3-(4-(benzyloxy)phenyl)-2-(tert-butoxycarbonyl)propanoic acid; 3-(4-chlorophenyl)-3-(furan-2-carboxamido)propanoic acid; 3-(3,4-dimethoxyphenyl)-3-(furan-2-~~

~~carboxamido)propanoic acid; 3-(4-chlorobenzamido)-3-(4-(dimethylamino)phenyl)propanoic acid; 3-(2-(2-(3,4-dimethylphenoxy)ethylthio)-1*H*-benzo[d]imidazol-1-yl)propanoic acid; {2-Bromo-4-[(3,4-dichloro-phenyl)-hydrazonomethyl]-6-ethoxy-phenoxy}-acetic acid; 2-(4-(2-(2-(4-chlorophenyl)furan-5-carboxamido)ethyl)phenoxy)-2-methylpropanoic acid; 5-(3-(3,4-dimethoxyphenyl)-5-(2-fluorophenyl)-4,5-dihydropyrazol-1-yl)-5-oxopentanoic acid; 2-(2-(3-(3,4-dihydro-2H-benzo[b][1,4]dioxepin-7-yl)-2-methyl-4-oxo-4*H*-chromen-7-yloxy)acetamido)acetic acid; 3-(4'-Bromo-biphenyl-4-yl)-4-phenyl-butyric acid; 3-(4'-Bromo-biphenyl-4-yl)-3-phenylsulfanyl-propionic acid; 3-(5-(2-chloro-6-fluoro-4-(trifluoromethyl)phenoxy)-2,4-dinitrophenyl)propanoic acid; 3-(3-(2-chloro-4-(trifluoromethyl)phenoxy)phenyl)propanoic acid; 3-(4-(4-methoxybenzyloxy)phenyl)pent-4-ynoic acid; 3-(4-(4-methoxybenzyloxy)phenyl)-5-(trimethylsilyl)pent-4-ynoic acid; β,β-dimethyl-4-[[[4-methyl-2-[4-(trifluoromethyl)phenyl]-5-thiazolyl]methyl]thio]-benzenepropanoic acid; β-amino-4-[(4-bromo-2,5-dihydro-2-methyl-5-oxo-1-phenyl-1H-pyrazol-3-yl)methoxy]-3-methoxy-benzenepropanoic acid; or salt thereof.~~

2. (Currently Amended) The compound of Claim 1, wherein P and M are benzene.~~when P and M are benzene, at least two of L^2, X and L^2 are other than CH_2~~

3. (Currently Amended) The compound of Claim 1, wherein the compound has the following structure:



,

or is a salt thereof~~wherein when Q is aryl or heteroaryl, L^1 is a bond, M is a monocyclic aromatic ring, X is $N(R^5)$, O or $S(O)_n$, and A contains a carbonyl group, then P is not a 1,2-azole ring~~.

4-8. (Canceled).

9. (Original) The compound of Claim 1, wherein R^3 is cyano, aryl, heteroaryl, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl or -NR^8R^9.

10. (Original) The compound of Claim 9, wherein R^4 is hydrogen.

11. (Currently Amended) The compound of Claim 1, wherein M is benzene~~an aromatic ring, a heteroaromatic ring or (C_5-C_8)cycloalkylene~~.

12. (Original) The compound of Claim 11, wherein R^3 is cyano, aryl, heteroaryl, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl or -NR^8R^9.

13-16. (Canceled).

17. (Currently Amended) The compound of Claim 12~~Claim 16~~, wherein P is benzene~~an aromatic ring or a heteroaromatic ring~~.

18. (Currently Amended) The compound of Claim 1, wherein P is benzene~~an aromatic ring or a heteroaromatic ring~~.

19-21. (Canceled).

22. (Currently Amended) The compound of Claim 18~~Claim 20~~, wherein R^3 is cyano, aryl, heteroaryl, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl or -NR^8R^9.

23. (Currently Amended) The compound of Claim 22, wherein R^4 is hydrogen~~M is benzene or a heteroaromatic ring~~.

24. (Currently Amended) The compound of Claim 23, wherein M is benzene ~~R^4 is hydrogen~~.

25-26. (Canceled).

27. (Currently Amended) The compound of Claim 18~~Claim 19~~, wherein M is benzene and X is *para* to L^2.

28. (Original) The compound of Claim 27, wherein L^3 is methylene.

29. (Canceled).

30. (Currently Amended) The compound of Claim 28~~Claim 29~~, wherein R^3 is cyano, aryl, heteroaryl, $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$alkenyl, $(C_2\text{-}C_8)$alkynyl or $-NR^8R^9$.

31. (Currently Amended) The compound of Claim 30, wherein ~~L^1 is a bond and~~ L^2 is oxymethylene~~ or thiomethylene~~.

32. (Currently Amended) The compound of Claim 30~~Claim 31~~, wherein R^4 is hydrogen.

33. (Canceled).

34. (Currently Amended) The compound of Claim 1, wherein ~~L^1 is a bond and~~ L^2 is oxymethylene~~ or thiomethylene~~.

35. (Cancelled).

36. (Currently Amended) The compound of Claim 32, wherein L^2 is oxymethylene~~Claim 1, wherein P is an aromatic ring or a heteroaromatic ring and X is CR^3R^4 or $N(R^5)$~~.

37-39. (Canceled).

40. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier, diluent or excipient and the compound of Claim 1.

41. (Withdrawn-Currently Amended) A method for treating a disease or condition ~~selected from the group consisting of type II diabetes, obesity, hyperglycemia, glucose intolerance, insulin resistance, hyperinsulinemia, hypercholesterolemia, hypertension, hyperlipoproteinemia, hyperlipidemia, hypertriglyceridemia, dyslipidemia, metabolic syndrome, syndrome X, cardiovascular disease, atherosclerosis, kidney disease, ketoacidosis, thrombotic disorders, nephropathy, diabetic neuropathy, diabetic retinopathy, sexual dysfunction, dermatopathy, dyspepsia, hypoglycemia, cancer and edema~~ , the method comprising administering to a subject in need thereof a therapeutically effective amount of the compound of Claim 1, wherein the disease or condition is type II diabetes.

42-44. (Canceled).

45. (Withdrawn-Currently Amended) The method of Claim 41,~~as in any one of Claims 41-44~~ wherein said compound is administered orally, parentally or topically.

46. (Withdrawn) The method of Claim 41 wherein said compound is administered in combination with a second therapeutic agent.

47. (Withdrawn) The method of Claim 46 wherein said second therapeutic agent is a metformin or a thiazolidinedione.

48. (Withdrawn-Currently Amended) A method for activating~~modulating~~ GPR40 function in a cell, comprising contacting a cell with the compound of Claim 1.

49. (Withdrawn-Currently Amended) A method for activating~~modulating~~ GPR40 function comprising contacting GPR40 with the compound of Claim 1.

50. (Withdrawn-Currently Amended) A method for increasing~~modulating~~ circulating insulin concentration in a subject, comprising administering the compound of Claim 1 to the subject.

51-52. (Canceled).